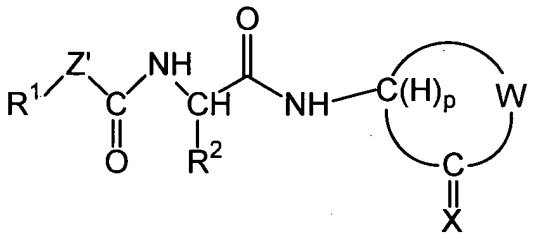
AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

Claims 1-90 (canceled)

Claim 91 (new): A pharmaceutical composition comprising a pharmaceutically inert carrier and a pharmaceutically effective amount of formula IA:



IA

wherein R^1 is selected from the group consisting of:

A) alkyl of from 1 to 10 carbon atoms;

B) alkenyl of from 2 to 10 carbon atoms and 1-2 sites of alkenyl unsaturation;

C) alkynyl of from 2 to 10 carbon atoms and from 1-2 sites of alkynyl unsaturation;

D) cycloalkyl of from 3 to 12 carbon atoms;

E) cycloalkenyl of from 4 to 8 carbon atoms;

F) substituted alkyl of from 1 to 10 carbon atoms, having from 1 to 3 substituents selected from:

1) alkoxy of from 1 to 10 carbon atoms;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

2) substituted alkoxy of the formula substituted alkyl-O- where substituted alkyl is as defined in F herein;

3) cycloalkyl which is as defined in D herein;

4) substituted cycloalkyl is defined in I herein;

5) cycloalkenyl which is defined in E herein;

6) substituted cycloalkenyl which is defined in J herein;

7) acyl selected from alkyl-C(O)-, substituted alkyl-C(O)-, cycloalkyl-C(O)-, substituted cycloalkyl-C(O)-, aryl-C(O)-, heteroaryl-C(O)- and heterocyclic-C(O)- wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein substituted cycloalkyl is defined in I herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

8) acylamino having the formula -C(O)NRR where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

9) acyloxy selected from alkyl-C(O)O-, substituted alkyl-C(O)O-, cycloalkyl-C(O)O-, aryl-C(O)O-, heteroaryl-C(O)O-, and heterocyclic-C(O)O- wherein alkyl is defined in A herein; wherein

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

10) amino;

11) aminoacyl having the formula -NRC(O)R wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

12) aminoacyloxy having the formula -NRC(O)OR wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

13) cyano;

14) halogen;

15) hydroxyl;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

16) carboxyl;

17) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

18) thiol;

19) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

20) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

21) aryl having from 6 to 14 ring carbon atoms, optionally substituted with from 1 to 5 substituents selected from the group consisting of:

a) hydroxy;

b) acyl as defined in F7 herein;

c) acyloxy as defined in F9 herein;

d) alkyl as defined in A herein;

e) substituted alkyl as defined in F herein;

f) alkoxy as defined in F1 herein;

g) substituted alkoxy as defined in F2 herein;

h) alkenyl as defined in B herein;

i) substituted alkenyl as defined in G herein;

j) alkynyl as defined in C herein;

k) substituted alkynyl as defined in H herein;

l) amino;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

m) aminoacyl as defined in F11 herein;

n) acylamino as defined in F8 herein;

o) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

p) aryl as defined in F21 herein;

q) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

r) azido;

s) carboxyl;

t) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

u) cyano;

v) halo selected from fluoro, chloro, bromo and iodo;

w) nitro;

x) heteroaryl as defined in F22 herein;

y) heterocyclic as defined in F23 herein;

z) aminoacyloxy as defined in F12 herein;

aa) oxyacylamino having the formula -OC(O)NRR where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

bb) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

cc) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

dd) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein;

ee) thioheteroaryloxy having the formula -S-heteroaryl wherein heteroaryl is defined F22 herein;

ff) -SO-alkyl wherein alkyl is defined in A herein;

gg) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

hh) -SO-aryl wherein aryl is defined in F21 herein;

ii) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

jj) $-SO_2$-alkyl wherein alkyl is defined in A herein;

kk) $-SO_2$-substituted alkyl wherein substituted alkyl is defined in F herein;

ll) $-SO_2$-aryl wherein aryl is defined in F21 herein;

mm) $-SO_2$-heteroaryl wherein heteroaryl is defined in F22 herein;

nn) trihalomethyl wherein halo is defined in I20 herein;

oo) mono- and dialkylamino wherein alkyl is defined in A herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

pp) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

qq) mono- and di-arylamino wherein aryl is defined in F21 herein;

rr) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

ss) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein;

tt) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

22) heteroaryl of from 1 to 15 ring carbon atoms and 1 to 4 ring heteroatoms selected from oxygen, nitrogen and sulfur, optionally substituted with from 1 to 5 substituents selected from:

a) alkyl as defined in A herein;

b) substituted alkyl as defined in F herein;

c) alkoxy as defined in F1 herein;

d) substituted alkoxy as defined in F2 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

e) aryl as defined in F21 herein;

f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

g) halo selected from fluoro, chloro, bromo and iodo;

h) nitro;

i) heteroaryl as defined in F22 herein;

j) thiol;

k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and

n) trihalomethyl wherein halo is defined in I20 herein;

23) heterocyclic of from 1 to 15 ring carbon atoms and from 1 to 4 ring atoms selected from nitrogen, sulfur and oxygen, optionally substituted with from 1 to 5 substituents selected from:

a) alkyl as defined in A herein;

b) substituted alkyl as defined in F herein;

c) alkoxy as defined in F1 herein;

d) substituted alkoxy as defined in F2 herein;

e) aryl as defined in F21 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

g) halo selected from fluoro, chloro, bromo and iodo;

h) nitro;

i) heteroaryl as defined in F22 herein;

j) thiol;

k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and

n) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;

24) aryloxy of the formula -O-aryl wherein aryl is defined in F21 herein;

25) heteroaryloxy of the formula -0-heteroaryl wherein heteroaryl is defined in F22 herein;

26) hydroxyamino;

27) alkoxyamino wherein alkoxy is defined in F1 herein;

28) nitro;

29) -SO-alkyl wherein alkyl is defined in A herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

30) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

31) -SO-aryl wherein aryl is defined in F21 herein;

32) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

33) -SO_2-alkyl wherein alkyl is defined in A herein;

34) -SO_2-substituted alkyl wherein substituted alkyl is defined in F herein;

35) -SO_2-aryl wherein aryl is defined in F21 herein;

36) -SO_2-heteroaryl wherein heteroaryl is defined in F22 herein;

37) mono- and dialkylamino wherein alkyl is defined in A herein;

38) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

39) mono- and di-arylamino wherein aryl is defined in F21 herein;

40) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

41) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein;

42) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

G) substituted alkenyl having from 1 to 3 substituents selected from the group consisting of:

1) alkoxy as defined in F1 herein;

2) substituted alkoxy as defined in F2 herein;

3) acyl as defined in F7 herein;

4) acylamino as defined in F8 herein;

5) acyloxy as defined in F9 herein;

6) amino;

7) aminoacyl as defined in F11 herein;

8) aminoacyloxy as defined in F12 herein;

9) cyano;

10) halogen selected from fluoro, chloro, bromo and iodo;

11) hydroxyl;

12) carboxyl;

13) carboxylalkyl as defined in F17 herein;

14) thiol;

15) thioalkoxy as defined in F19 herein;

16) substituted thioalkoxy as defined in F20 herein;

17) aryl as defined in F21 herein;

18) heteroaryl as defined in F22 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

19) heterocyclic as defined in F23 herein;

20) nitro;

21) -SO-alkyl wherein alkyl is defined in A herein;

22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

23) -SO-aryl wherein aryl is defined in F21 herein;

24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

25) $-SO_2$-alkyl wherein alkyl is defined in A herein;

26) $-SO_2$-substituted alkyl wherein substituted alkyl is defined in F herein;

27) $-SO_2$-aryl wherein aryl is defined in F21 herein;

28) $-SO_2$-heteroaryl wherein heteroaryl is defined in F22 herein;

29) mono- and dialkylamino wherein alkyl is defined in A herein;

30) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

31) mono- and di-arylamino wherein aryl is defined in F21 herein;

32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

33) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein; and

34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

H) substituted alkynyl of from 1 to 3 substituents selected from:

1) alkoxy as defined in F1 herein;

2) substituted alkoxy as defined in F2 herein;

3) acyl as defined in F7 herein;

4) acylamino as defined in F8 herein;

5) acyloxy as defined in F9 herein;

6) amino;

7) aminoacyl as defined in F11 herein;

8) aminoacyloxy as defined in F12 herein;

9) cyano;

10) halogen selected from fluoro, chloro, bromo and iodo;

11) hydroxyl;

12) carboxyl;

13) carboxylalkyl as defined in F17 herein;

14) thiol;

15) thioalkoxy as defined in F19 herein;

16) substituted thioalkoxy as defined in F20 herein;

17) aryl as defined in F21 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

18) heteroaryl as defined in F22 herein;

19) heterocyclic as defined in F23 herein;

20) nitro;

21) -SO-alkyl wherein alkyl is defined in A herein;

22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

23) -SO-aryl wherein aryl is defined in F21 herein;

24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

25) -SO_2-alkyl wherein alkyl is defined in A herein;

26) -SO_2-substituted alkyl wherein substituted alkyl is defined in F herein;

27) -SO_2-aryl wherein aryl is defined in F21 herein;

28) -SO_2-heteroaryl wherein heteroaryl is defined in F22 herein;

29) mono- and dialkylamino, wherein alkyl is defined in A herein;

30) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

31) mono- and di-arylamino wherein aryl is defined in F21 herein;

32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

33) mono- and di-heterocyclicamino, wherein heterocyclic is defined in F23 herein; and

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

l) substituted cycloalkyl having 3 to 12 carbon atoms and from 1 to 5 substituents selected from the group consisting of:

1) hydroxy;

2) acyl as defined in F7 herein;

3) acyloxy as defined in F9 herein;

4) alkyl as defined in A herein;

5) substituted alkyl as defined in F herein;

6) alkoxy as defined in F1 herein;

7) substituted alkoxy as defined in F2 herein;

8) alkenyl as defined in B herein;

9) substituted alkenyl as defined in G herein;

10) alkynyl as defined in C herein;

11) substituted alkynyl as defined in H herein;

12) amino;

13) aminoacyl as defined in F11 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

15) aryl as defined in F21 herein;

16) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

17) carboxyl;

18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

19) cyano;

20) halo selected from fluoro, chloro, bromo, and iodo;

21) nitro;

22) heteroaryl as defined in F22 herein;

23) thioalkoxy as defined in F19 herein;

24) substituted thioalkoxy as defined in F20 herein; and

25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;

J) substituted cycloalkenyl having from 4 to 8 carbon atoms and from 1 to 5 substituents selected from the group consisting of:

1) hydroxy;

2) acyl as defined in F7 herein;

3) acyloxy as defined in F9 herein;

4) alkyl as defined in A herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

5) substituted alkyl as defined in F herein;

6) alkoxy as defined in F1 herein;

7) substituted alkoxy as defined in F2 herein;

8) alkenyl as defined in B herein;

9) substituted alkenyl as defined in G herein;

10) alkynyl as defined in C herein;

11) substituted alkynyl as defined in H herein;

12) amino;

13) aminoacyl as defined in F11 herein;

14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

15) aryl as defined in F21 herein;

16) aryloxy having the formula -0-aryl wherein aryl is defined in F21 herein;

17) carboxyl;

18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

19) cyano;

20) halo selected from fluoro, chloro, bromo and iodo;

21) nitro;

22) heteroaryl as defined in F22 herein;

23) thioalkoxy as defined in F19 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

24) substituted thioalkoxy as defined in F20 herein; and

25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;

K) aryl as defined in F21 herein;

L) heteroaryl as defined in F22 herein; and

M) heterocyclic as defined in F23 herein;

R^2 is independently selected from the group consisting of:

N) alkyl as defined in A herein;

O) alkenyl as defined in B herein;

P) alkynyl as defined in C herein;

Q) substituted alkyl as defined in F herein;

R) substituted alkenyl as defined in G herein;

S) substituted alkynyl as defined in H herein;

T) cycloalkyl as defined in D herein;

U) aryl as defined in F21 herein;

V) heteroaryl as defined in F22 herein;

W) heterocyclic as defined in F23 herein;

W^1) 2-aminopyrid-6-yl;

W^2) 2-methylcyclopentyl;

W^3) cyclohex-2-enyl; and

W^4) $-(CH_2)_4NHC(O)OC(CH_3)_3$;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

Z' is represented by the formula -CX'X''-, -T-CH_2-or -T-C(O)-, where T is selected from the group consisting of oxygen, sulfur, -NR^5, where R^5 is hydrogen, acyl as defined in F7 herein, alkyl as defined in A herein, aryl as defined in F21 herein, or heteroaryl as defined in F22 herein; X′ is hydrogen, hydroxy or fluoro; X″ is hydrogen, hydroxy or fluoro, or X′ and X″ together form an oxo group;

W, together with -$C(H)_pC(=X)$-, forms a cycloalkyl as defined in D herein, cycloalkenyl as defined in E herein, heterocyclic as defined in F23 herein, cycloalkyl as defined in I herein, substituted cycloalkenyl as defined in J herein, wherein each of said cycloalkyl, cycloalkenyl, heterocyclic, substituted cycloalkyl or substituted cycloalkenyl group is fused to form a bi- or multi-fused ring system with one or more ring structures selected from the group consisting of cycloalkyl as defined in D herein, cycloalkenyl as defined in E herein, heterocyclic as defined in F23 herein, aryl as defined in F21 herein, and heteroaryl as defined in F22 herein, where, in turn, each of said ring structures is optionally substituted with 1 to 4 substituents selected from the group consisting of hydroxyl, halo, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, thioalkoxy as defined in F19 herein, substituted thioalkoxy as defined in F20 herein, nitro, cyano, carboxyl, carboxyl esters, alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, amino, N-alkylamino wherein alkyl is defined in A herein, N,N-dialkylamino wherein alkyl is defined in A herein, N-substituted alkylamino wherein substituted alkyl

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

is defined in F herein, N-alkyl N-substituted alkylamino wherein alkyl is defined in A herein and wherein substituted alkyl is defined in F herein, N-N-disubstituted alkylamino wherein substituted alkyl is defined in F herein, $-NHC(O)R^4$, $-NHSO_2R^4$, $-C(O)NH_2$, $-C(O)NHR^4$, $-C(O)NR^4R^4$,$-S(O)R^4$, $-S(O)_2R^4$, $-S(O)^2NHR^4$, and$-S(O)_2NR^4R^4$, where each R^4 is independently selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, or substituted aryl as defined in F21 herein;

X is selected from the group consisting of =O; =S; -H, -OH; H,-SH; and H,H;

p is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by W and $-C(H)_pC(=X)-$ is unsaturated at the carbon atom of ring attachment to NH, and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

or pharmaceutically acceptable salts thereof;

with the following provisos:

AAA) when R^1 is 3,5-difluorophenyl, R^2 is $-CH_3$, Z′ is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form a 2-(S)-indanol group;

BBB) when R^1 is phenyl, R^2 is $-CH_3$, Z′ is $-CH_2-$, *p* is 1, then W, together with > CH and > C = X, does not form a trans-2-hydroxy-cyclohex-1-yl group;

CCC) when R^1 is cyclopropyl, R^2 is $-CH_3$, Z′ is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form an N-methylcaprolactam group;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

DDD) when R^1 is 4-chlorobenzoyl-CH_2-, R^2 is -CH_3, Z′ is -CH_2-, and *p* is 1, then W, together with > CH and > C=X, does not form an 2,3-dihydro-1-methyl-5-phenyl-1H-1,4-benzodiazepin-2-one;

EEE) when R^1 is 2-phenylphenyl, R^2 is -CH_3, Z′ is -CH_2-, and *p* is 1, then W, together with > CH and > C = X, does not form an 7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one;

FFF) when R^1 is $CH_3OC(O)CH_2$-, R^2 is -CH_3, Z′ is -CH_2-, and *p* is 1, then W, together with > CH and > C = X, does not form an 2,3-dihydro-1-(*t*-butyl$C(O)CH_2$-)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

GGG) when R^1 is 4-ethoxyphenyl, 2,4,6-trimethylphenyl, 4-phenylphenyl, $CH_3OC(O)CH_2$-, 4-$HOCH_2$-phenyl, 2,4,6-trifluorophenyl, 2-trifluoromethyl-4-fluorophenyl, or CH_3S-, R^2 is -CH_3, Z′ is -CH_2-, and *p* is 1, then W, together with > CH and > C = X, does not form a 2,3-dihydro-1-(N,N-diethylamino-CH_2CH_2-)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

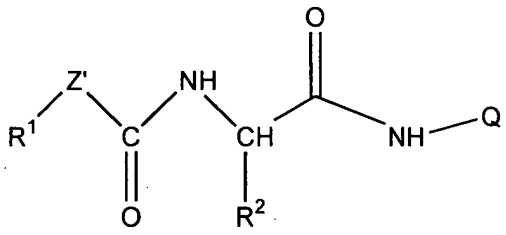
HHH) when R^1 is 2,6-difluorophenyl, R^2 is -CH_3, Z′ is -CH(OH)-, and *p* is 1, then W, together with > CH and > C = X, does not form a 2,3-dihydro-1-(N,N-diethylamino-CH_2CH_2-)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

III) when the ring defined by W and -$C(H)_pC(=X)$- forms a cycloalkyl, then it does not form a cycloalkyl of from 3 to 8 carbon atoms optionally substituted with 1 to 3 alkyl groups.

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

Claim 92 (new): A pharmaceutical composition comprising a pharmaceutically inert carrier and a pharmaceutically effective amount of formula IB:



IB

wherein R^1 is selected from the group consisting of:

A) alkyl of from 1 to 10 carbon atoms;

B) alkenyl of from 2 to 10 carbon atoms and 1-2 sites of alkenyl unsaturation;

C) alkynyl of from 2 to 10 carbon atoms and from 1-2 sites of alkynyl unsaturation;

D) cycloalkyl of from 3 to 12 carbon atoms;

E) cycloalkenyl of from 4 to 8 carbon atoms;

F) substituted alkyl of from 1 to 10 carbon atoms, having from 1 to 3 substituents selected from:

1) alkoxy of from 1 to 10 carbon atoms;

2) substituted alkoxy of the formula substituted alkyl-O- where substituted alkyl is as defined in F herein;

3) cycloalkyl which is as defined in D herein;

4) substituted cycloalkyl is defined in I herein;

5) cycloalkenyl which is defined in E herein;

6) substituted cycloalkenyl which is defined in J herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

7) acyl selected from alkyl-C(O)-, substituted alkyl-C(O)-, cycloalkyl-C(O)-, substituted cycloalkyl-C(O)-, aryl-C(O)-, heteroaryl-C(O)- and heterocyclic-C(O)- wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein substituted cycloalkyl is defined in I herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

8) acylamino having the formula -C(O)NRR where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

9) acyloxy selected from alkyl-C(O)O-, substituted alkyl-C(O)O-, cycloalkyl-C(O)O-, aryl-C(O)O-, heteroaryl-C(O)O-, and heterocyclic-C(O)O- wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

10) amino;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

11) aminoacyl having the formula -NRC(O)R wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

12) aminoacyloxy having the formula -NRC(O)OR wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

13) cyano;

14) halogen;

15) hydroxyl;

16) carboxyl;

17) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

18) thiol;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

19) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

20) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

21) aryl having from 6 to 14 ring carbon atoms, optionally substituted with from 1 to 5 substituents selected from the group consisting of:

a) hydroxy;

b) acyl as defined in F7 herein;

c) acyloxy as defined in F9 herein;

d) alkyl as defined in A herein;

e) substituted alkyl as defined in F herein;

f) alkoxy as defined in F1 herein;

g) substituted alkoxy as defined in F2 herein;

h) alkenyl as defined in B herein;

i) substituted alkenyl as defined in G herein;

j) alkynyl as defined in C herein;

k) substituted alkynyl as defined in H herein;

l) amino;

m) aminoacyl as defined in F11 herein;

n) acylamino as defined in F8 herein;

o) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

p) aryl as defined in F21 herein;

q) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

r) azido;

s) carboxyl;

t) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

u) cyano;

v) halo selected from fluoro, chloro, bromo and iodo;

w) nitro;

x) heteroaryl as defined in F22 herein;

y) heterocyclic as defined in F23 herein;

z) aminoacyloxy as defined in F12 herein;

aa) oxyacylamino having the formula -OC(O)NRR where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

bb) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

cc) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

dd) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein;

ee) thioheteroaryloxy having the formula -S-heteroaryl wherein heteroaryl is defined F22 herein;

ff) -SO-alkyl wherein alkyl is defined in A herein;

gg) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

hh) -SO-aryl wherein aryl is defined in F21 herein;

ii) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

jj) $-SO_2$-alkyl wherein alkyl is defined in A herein;

kk) $-SO_2$-substituted alkyl wherein substituted alkyl is defined in F herein;

ll) $-SO_2$-aryl wherein aryl is defined in F21 herein;

mm) $-SO_2$-heteroaryl wherein heteroaryl is defined in F22 herein;

nn) trihalomethyl wherein halo is defined in I20 herein;

oo) mono- and dialkylamino wherein alkyl is defined in A herein;

pp) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

qq) mono- and di-arylamino wherein aryl is defined in F21 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

rr) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

ss) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein;

tt) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

22) heteroaryl of from 1 to 15 ring carbon atoms and 1 to 4 ring heteroatoms selected from oxygen, nitrogen and sulfur, optionally substituted with from 1 to 5 substituents selected from:

a) alkyl as defined in A herein;

b) substituted alkyl as defined in F herein;

c) alkoxy as defined in F1 herein;

d) substituted alkoxy as defined in F2 herein;

e) aryl as defined in F21 herein;

f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

g) halo selected from fluoro, chloro, bromo and iodo;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

h) nitro;

i) heteroaryl as defined in F22 herein;

j) thiol;

k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and

n) trihalomethyl wherein halo is defined in I20 herein;

23) heterocyclic of from 1 to 15 ring carbon atoms and from 1 to 4 ring atoms selected from nitrogen, sulfur and oxygen, optionally substituted with from 1 to 5 substituents selected from:

a) alkyl as defined in A herein;

b) substituted alkyl as defined in F herein;

c) alkoxy as defined in F1 herein;

d) substituted alkoxy as defined in F2 herein;

e) aryl as defined in F21 herein;

f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

g) halo selected from fluoro, chloro, bromo and iodo;

h) nitro;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

i) heteroaryl as defined in F22 herein;

j) thiol;

k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and

n) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;

24) aryloxy of the formula -O-aryl wherein aryl is defined in F21 herein;

25) heteroaryloxy of the formula -0-heteroaryl wherein heteroaryl is defined in F22 herein;

26) hydroxyamino;

27) alkoxyamino wherein alkoxy is defined in F1 herein;

28) nitro;

29) -SO-alkyl wherein alkyl is defined in A herein;

30) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

31) -SO-aryl wherein aryl is defined in F21 herein;

32) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

33) $-SO_2$-alkyl wherein alkyl is defined in A herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

34) -SO_2-substituted alkyl wherein substituted alkyl is defined in F herein;

35) -SO_2-aryl wherein aryl is defined in F21 herein;

36) -SO_2-heteroaryl wherein heteroaryl is defined in F22 herein;

37) mono- and dialkylamino wherein alkyl is defined in A herein;

38) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

39) mono- and di-arylamino wherein aryl is defined in F21 herein;

40) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

41) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein;

42) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

G) substituted alkenyl having from 1 to 3 substituents selected from the group consisting of:

1) alkoxy as defined in F1 herein;

2) substituted alkoxy as defined in F2 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

3) acyl as defined in F7 herein;

4) acylamino as defined in F8 herein;

5) acyloxy as defined in F9 herein;

6) amino;

7) aminoacyl as defined in F11 herein;

8) aminoacyloxy as defined in F12 herein;

9) cyano;

10) halogen selected from fluoro, chloro, bromo and iodo;

11) hydroxyl;

12) carboxyl;

13) carboxylalkyl as defined in F17 herein;

14) thiol;

15) thioalkoxy as defined in F19 herein;

16) substituted thioalkoxy as defined in F20 herein;

17) aryl as defined in F21 herein;

18) heteroaryl as defined in F22 herein;

19) heterocyclic as defined in F23 herein;

20) nitro;

21) -SO-alkyl wherein alkyl is defined in A herein;

22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

23) -SO-aryl wherein aryl is defined in F21 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

25) $-SO_2$-alkyl wherein alkyl is defined in A herein;

26) $-SO_2$-substituted alkyl wherein substituted alkyl is defined in F herein;

27) $-SO_2$-aryl wherein aryl is defined in F21 herein;

28) $-SO_2$-heteroaryl wherein heteroaryl is defined in F22 herein;

29) mono- and dialkylamino wherein alkyl is defined in A herein;

30) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

31) mono- and di-arylamino wherein aryl is defined in F21 herein;

32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

33) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein; and

34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

H) substituted alkynyl of from 1 to 3 substituents selected from:

1) alkoxy as defined in F1 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

2) substituted alkoxy as defined in F2 herein;

3) acyl as defined in F7 herein;

4) acylamino as defined in F8 herein;

5) acyloxy as defined in F9 herein;

6) amino;

7) aminoacyl as defined in F11 herein;

8) aminoacyloxy as defined in F12 herein;

9) cyano;

10) halogen selected from fluoro, chloro, bromo and iodo;

11) hydroxyl;

12) carboxyl;

13) carboxylalkyl as defined in F17 herein;

14) thiol;

15) thioalkoxy as defined in F19 herein;

16) substituted thioalkoxy as defined in F20 herein;

17) aryl as defined in F21 herein;

18) heteroaryl as defined in F22 herein;

19) heterocyclic as defined in F23 herein;

20) nitro;

21) -SO-alkyl wherein alkyl is defined in A herein;

22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

23) -SO-aryl wherein aryl is defined in F21 herein;

24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

25) -SO_2-alkyl wherein alkyl is defined in A herein;

26) -SO_2-substituted alkyl wherein substituted alkyl is defined in F herein;

27) -SO_2-aryl wherein aryl is defined in F21 herein;

28) -SO_2-heteroaryl wherein heteroaryl is defined in F22 herein;

29) mono- and dialkylamino, wherein alkyl is defined in A herein;

30) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

31) mono- and di-arylamino wherein aryl is defined in F21 herein;

32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

33) mono- and di-heterocyclicamino, wherein heterocyclic is defined in F23 herein; and

34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

l) substituted cycloalkyl having 3 to 12 carbon atoms and from 1 to 5 substituents selected from the group consisting of:

1) hydroxy;

2) acyl as defined in F7 herein;

3) acyloxy as defined in F9 herein;

4) alkyl as defined in A herein;

5) substituted alkyl as defined in F herein;

6) alkoxy as defined in F1 herein;

7) substituted alkoxy as defined in F2 herein;

8) alkenyl as defined in B herein;

9) substituted alkenyl as defined in G herein;

10) alkynyl as defined in C herein;

11) substituted alkynyl as defined in H herein;

12) amino;

13) aminoacyl as defined in F11 herein;

14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

15) aryl as defined in F21 herein;

16) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

17) carboxyl;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

19) cyano;

20) halo selected from fluoro, chloro, bromo, and iodo;

21) nitro;

22) heteroaryl as defined in F22 herein;

23) thioalkoxy as defined in F19 herein;

24) substituted thioalkoxy as defined in F20 herein; and

25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;

J) substituted cycloalkenyl having from 4 to 8 carbon atoms and from 1 to 5 substituents selected from the group consisting of:

1) hydroxy;

2) acyl as defined in F7 herein;

3) acyloxy as defined in F9 herein;

4) alkyl as defined in A herein;

5) substituted alkyl as defined in F herein;

6) alkoxy as defined in F1 herein;

7) substituted alkoxy as defined in F2 herein;

8) alkenyl as defined in B herein;

9) substituted alkenyl as defined in G herein;

10) alkynyl as defined in C herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

11) substituted alkynyl as defined in H herein;

12) amino;

13) aminoacyl as defined in F11 herein;

14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

15) aryl as defined in F21 herein;

16) aryloxy having the formula -0-aryl wherein aryl is defined in F21 herein;

17) carboxyl;

18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

19) cyano;

20) halo selected from fluoro, chloro, bromo and iodo;

21) nitro;

22) heteroaryl as defined in F22 herein;

23) thioalkoxy as defined in F19 herein;

24) substituted thioalkoxy as defined in F20 herein; and

25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;

K) aryl as defined in F21 herein;

L) heteroaryl as defined in F22 herein; and

M) heterocyclic as defined in F23 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

R^2 is independently selected from the group consisting of:

N) alkyl as defined in A herein;

O) alkenyl as defined in B herein;

P) alkynyl as defined in C herein;

Q) substituted alkyl as defined in F herein;

R) substituted alkenyl as defined in G herein;

S) substituted alkynyl as defined in H herein;

T) cycloalkyl as defined in D herein;

U) aryl as defined in F21 herein;

V) heteroaryl as defined in F22 herein;

W) heterocyclic as defined in F23 herein;

W^1) 2-aminopyrid-6-yl;

W^2) 2-methylcyclopentyl;

W^3) cyclohex-2-enyl; and

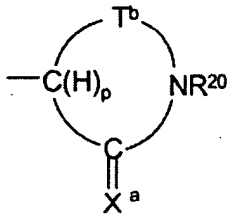
W^4) $-(CH_2)_4NHC(O)OC(CH_3)_3$;

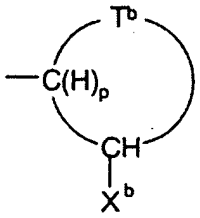
Z' is represented by the formula -CX'X''-, -T-CH_2-or -T-C(O)-, where T is selected from the group consisting of oxygen, sulfur, $-NR^5$, where R^5 is hydrogen, acyl as defined in F7 herein, alkyl as defined in A herein, aryl as defined in F21 herein, or heteroaryl as defined in F22 herein; X′ is hydrogen, hydroxy or fluoro; X″ is hydrogen, hydroxy or fluoro, or X′ and X″ together form an oxo group;

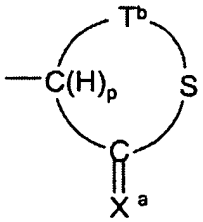
FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

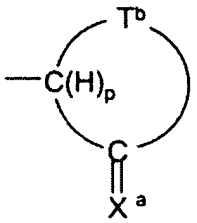
1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

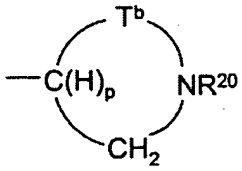
Q is selected from the group of monocyclic and fused polycyclic groups having the formulas:

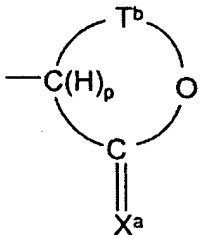


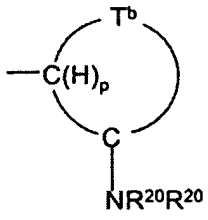


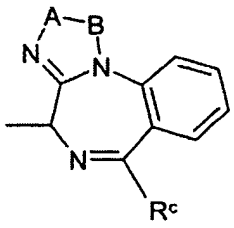












wherein T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

selected from the group consisting of -O-, -S- and >NR^{20}, each R^{20} is independently selected from the group consisting of alkyl as defined in A herein, alkenyl as defined in B herein, alkynyl as defined in C herein, cycloalkyl as defined in D herein, cycloalkenyl as defined in E herein, substituted alkyl as defined in F herein, substituted alkenyl as defined in G herein, substituted alkynyl as defined in H herein, substituted aryl as defined in F21 herein, substituted heteroaryl as defined in F22 herein, and substituted heterocyclic as defined in F23 herein, each R^{21} is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, *q* is an integer of from 1 to 3;

X^a is oxo or thioxo; X^b is -OH or -SH;

A-B is selected from a group of alkylene, alkenylene, substituted alkylene, substituted alkenylene and -N = CH-; R^c is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, substituted aryl as defined in F21 herein, substituted heteroaryl as defined in F22 herein, substituted heterocyclic as defined in F23 herein, cycloalkyl as defined in D herein, and substituted cycloalkyl as defined in I herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

p is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by W and $-C(H)_pC(=X)-$ is unsaturated at the carbon atom of ring attachment to NH, and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

or pharmaceutically acceptable salts thereof;

with the following provisos:

AAA) when R^1 is 3,5-difluorophenyl, R^2 is $-CH_3$, Z′ is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form a 2-(S)-indanol group;

BBB) when R^1 is phenyl, R^2 is $-CH_3$, Z′ is $-CH_2-$, *p* is 1, then W, together with > CH and > C = X, does not form a trans-2-hydroxy-cyclohex-1-yl group;

CCC) when R^1 is cyclopropyl, R^2 is $-CH_3$, Z′ is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form an N-methylcaprolactam group;

DDD) when R^1 is 4-chlorobenzoyl-CH_2-, R^2 is $-CH_3$, Z′ is $-CH_2-$, and *p* is 1, then W, together with > CH and > C=X, does not form an 2,3-dihydro-1-methyl-5-phenyl-1H-1,4-benzodiazepin-2-one;

EEE) when R^1 is 2-phenylphenyl, R^2 is $-CH_3$, Z′ is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form an 7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

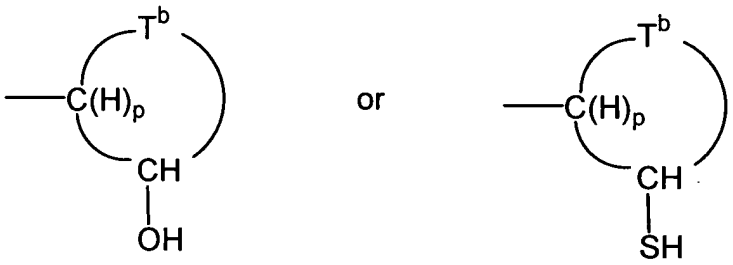
FFF) when R^1 is $CH_3OC(O)CH_2$-, R^2 is -CH_3, Z′ is -CH_2-, and *p* is 1, then W, together with > CH and > C = X, does not form an 2,3-dihydro-1-(*t*-butylC(O)CH_2-)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

GGG) when R^1 is 4-ethoxyphenyl, 2,4,6-trimethylphenyl, 4-phenylphenyl, $CH_3OC(O)CH_2$-, 4-$HOCH_2$-phenyl, 2,4,6-trifluorophenyl, 2-trifluoromethyl-4-fluorophenyl, or CH_3S-, R^2 is -CH_3, Z′ is -CH_2-, and *p* is 1, then W, together with > CH and > C = X, does not form a 2,3-dihydro-1-(N,N-diethylamino-CH_2CH_2-)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

HHH) when R^1 is 2,6-difluorophenyl, R^2 is -CH_3, Z′ is -CH(OH)-, and *p* is 1, then W, together with > CH and > C = X, does not form a 2,3-dihydro-1-(N,N-diethylamino-CH_2CH_2-)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

III) when the ring defined by W and -$C(H)_pC(=X)$- forms a cycloalkyl, then it does not form a cycloalkyl of from 3 to 8 carbon atoms optionally substituted with 1 to 3 alkyl groups.

Claim 93 (new): The pharmaceutical composition according to Claim 92 wherein Q is a monocyclic or fused polycyclic ring having the formula:



FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

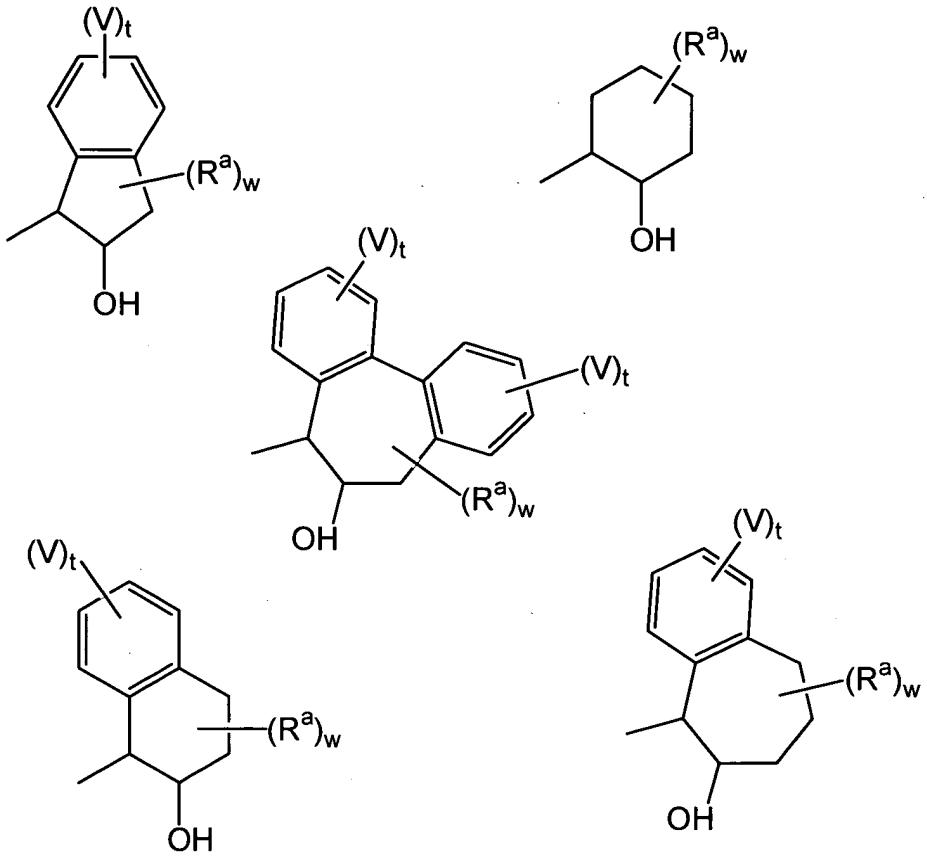
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 94 (new): The pharmaceutical composition according to Claim 93 wherein Q is selected from the group consisting of:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

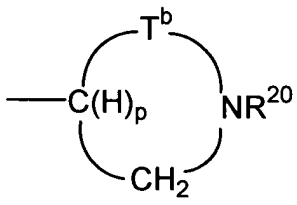


wherein each V is independently selected from the group consisting of hydroxy, acyl, acyloxy, alkyl, substituted alkyl, alkoxy, substituted alkoxy, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, amino, aminoacyl, optionally substituted alkaryl, optionally substituted aryl, optionally substituted aryloxy, carboxyl, carboxylalkyl, cyano, halo, nitro, optionally substituted heteroaryl, thioalkoxy, substituted thioalkoxy, and trihalomethyl; R^a is selected from the group consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, amino, carboxyl, carboxyl alkyl, cyano, and halo; *t* is an integer from 0 to 4; and *w* is an integer from 0 to 3.

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

Claim 95 (new): The pharmaceutical composition according to Claim 92 wherein Q is a group having the formula:



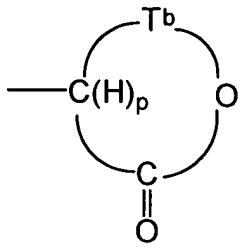
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^a R^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $> NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 96 (new): The pharmaceutical composition according to Claim 92 wherein Q is a group having the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



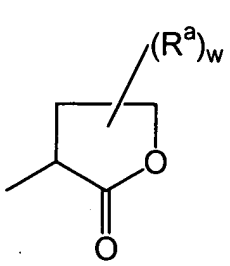
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

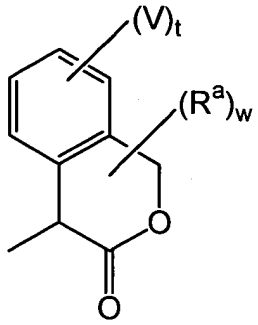
T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 97 (new): The pharmaceutical composition according to Claim 96 wherein Q is selected from the group having the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com





wherein each V is independently selected from the group consisting of hydroxy, acyl, acyloxy, alkyl, substituted alkyl, alkoxy, substituted alkoxy, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, amino, aminoacyl, optionally substituted alkaryl, optionally substituted aryl, optionally substituted aryloxy, carboxyl, carboxylalkyl, cyano, halo, nitro, optionally substituted heteroaryl, thioalkoxy, substituted thioalkoxy, and trihalomethyl;

R^a is selected from the group consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, amino, carboxyl, carboxyl alkyl, cyano, and halo;

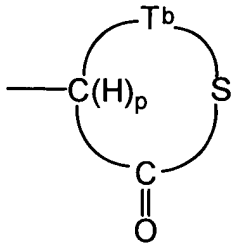
t is an integer from 0 to 4; and

w is an integer from 0 to 3.

Claim 98 (new): The pharmaceutical composition according to Claim 92 wherein Q is selected from the group having the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



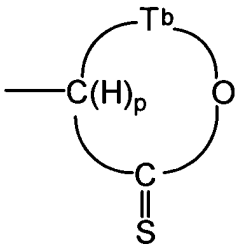
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when p is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 99 (new): The pharmaceutical composition according to Claim 92 wherein Q has the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



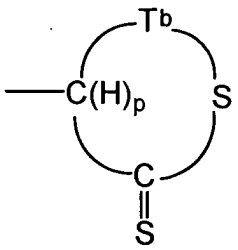
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 100 (new): The pharmaceutical composition according to Claim 92 wherein Q has the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



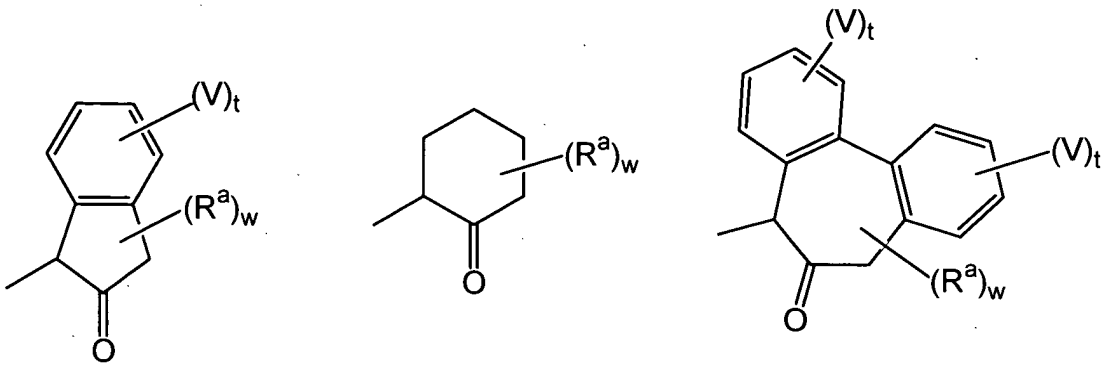
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}$ -and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 101 (new): The pharmaceutical composition according to Claim 92 wherein Q is selected from the group having the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



wherein each V is independently selected from the group consisting of hydroxy, acyl, acyloxy, alkyl, substituted alkyl, alkoxy, substituted alkoxy, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, amino, aminoacyl, optionally substituted alkaryl, optionally substituted aryl, optionally substituted aryloxy, carboxyl, carboxylalkyl, cyano, halo, nitro, optionally substituted heteroaryl, thioalkoxy, substituted thioalkoxy, and trihalomethyl;

R^a is selected from the group consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, amino, carboxyl, carboxyl alkyl, cyano, and halo;

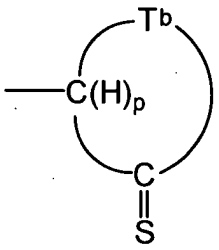
t is an integer from 0 to 4; and

w is an integer from 0 to 3.

Claim 102 (new): The pharmaceutical composition according to Claim 92 wherein Q has the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



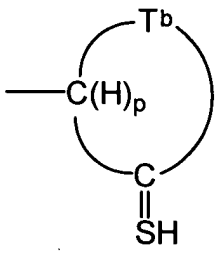
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 103 (new): The pharmaceutical composition according to Claim 92 wherein Q has the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



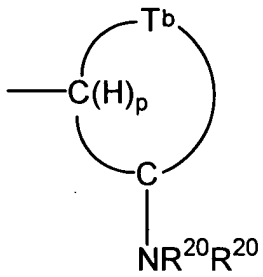
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 104 (new): The pharmaceutical composition according to Claim 92 wherein Q has the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



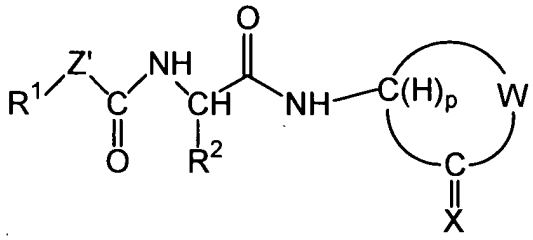
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}$-and-Z^aR^{21}- where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 105 (new): A compound of formula IA:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



IA

wherein R^1 is selected from the group consisting of:

A) alkyl of from 1 to 10 carbon atoms;

B) alkenyl of from 2 to 10 carbon atoms and 1-2 sites of alkenyl unsaturation;

C) alkynyl of from 2 to 10 carbon atoms and from 1-2 sites of alkynyl unsaturation;

D) cycloalkyl of from 3 to 12 carbon atoms;

E) cycloalkenyl of from 4 to 8 carbon atoms;

F) substituted alkyl of from 1 to 10 carbon atoms, having from 1 to 3 substituents selected from:

1) alkoxy of from 1 to 10 carbon atoms;

2) substituted alkoxy of the formula substituted alkyl-O- where substituted alkyl is as defined in F herein;

3) cycloalkyl which is as defined in D herein;

4) substituted cycloalkyl is defined in I herein;

5) cycloalkenyl which is defined in E herein;

6) substituted cycloalkenyl which is defined in J herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

7) acyl selected from alkyl-C(O)-, substituted alkyl-C(O)-, cycloalkyl-C(O)-, substituted cycloalkyl-C(O)-, aryl-C(O)-, heteroaryl-C(O)- and heterocyclic-C(O)- wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein substituted cycloalkyl is defined in I herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

8) acylamino having the formula -C(O)NRR where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

9) acyloxy selected from alkyl-C(O)O-, substituted alkyl-C(O)O-, cycloalkyl-C(O)O-, aryl-C(O)O-, heteroaryl-C(O)O-, and heterocyclic-C(O)O- wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

10) amino;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

11) aminoacyl having the formula -NRC(O)R wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

12) aminoacyloxy having the formula -NRC(O)OR wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

13) cyano;

14) halogen;

15) hydroxyl;

16) carboxyl;

17) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

18) thiol;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

19) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

20) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

21) aryl having from 6 to 14 ring carbon atoms, optionally substituted with from 1 to 5 substituents selected from the group consisting of:

a) hydroxy;

b) acyl as defined in F7 herein;

c) acyloxy as defined in F9 herein;

d) alkyl as defined in A herein;

e) substituted alkyl as defined in F herein;

f) alkoxy as defined in F1 herein;

g) substituted alkoxy as defined in F2 herein;

h) alkenyl as defined in B herein;

i) substituted alkenyl as defined in G herein;

j) alkynyl as defined in C herein;

k) substituted alkynyl as defined in H herein;

l) amino;

m) aminoacyl as defined in F11 herein;

n) acylamino as defined in F8 herein;

o) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

p) aryl as defined in F21 herein;

q) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

r) azido;

s) carboxyl;

t) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

u) cyano;

v) halo selected from fluoro, chloro, bromo and iodo;

w) nitro;

x) heteroaryl as defined in F22 herein;

y) heterocyclic as defined in F23 herein;

z) aminoacyloxy as defined in F12 herein;

aa) oxyacylamino having the formula -OC(O)NRR where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

bb) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

cc) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

dd) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein;

ee) thioheteroaryloxy having the formula -S-heteroaryl wherein heteroaryl is defined F22 herein;

ff) -SO-alkyl wherein alkyl is defined in A herein;

gg) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

hh) -SO-aryl wherein aryl is defined in F21 herein;

ii) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

jj) $-SO_2$-alkyl wherein alkyl is defined in A herein;

kk) $-SO_2$-substituted alkyl wherein substituted alkyl is defined in F herein;

ll) $-SO_2$-aryl wherein aryl is defined in F21 herein;

mm) $-SO_2$-heteroaryl wherein heteroaryl is defined in F22 herein;

nn) trihalomethyl wherein halo is defined in I20 herein;

oo) mono- and dialkylamino wherein alkyl is defined in A herein;

pp) mono- and di-substituted alkylamino, wherein substituted alkyl is defined in F herein;

qq) mono- and di-arylamino, wherein aryl is defined in F21 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

rr) mono- and di-heteroarylamino, wherein heteroaryl is defined in F22 herein;

ss) mono- and di-heterocyclicamino, wherein heterocyclic is defined in F23 herein;

tt) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

22) heteroaryl of from 1 to 15 ring carbon atoms and 1 to 4 ring heteroatoms selected from oxygen, nitrogen and sulfur, optionally substituted with from 1 to 5 substituents selected from:

a) alkyl as defined in A herein;

b) substituted alkyl as defined in F herein;

c) alkoxy as defined in F1 herein;

d) substituted alkoxy as defined in F2 herein;

e) aryl as defined in F21 herein;

f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

g) halo selected from fluoro, chloro, bromo and iodo;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

h) nitro;

i) heteroaryl as defined in F22 herein;

j) thiol;

k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and

n) trihalomethyl wherein halo is defined in I20 herein;

23) heterocyclic of from 1 to 15 ring carbon atoms and from 1 to 4 ring atoms selected from nitrogen, sulfur and oxygen, optionally substituted with from 1 to 5 substituents selected from:

a) alkyl as defined in A herein;

b) substituted alkyl as defined in F herein;

c) alkoxy as defined in F1 herein;

d) substituted alkoxy as defined in F2 herein;

e) aryl as defined in F21 herein;

f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

g) halo selected from fluoro, chloro, bromo and iodo;

h) nitro;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

i) heteroaryl as defined in F22 herein;

j) thiol;

k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and

n) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;

24) aryloxy of the formula -O-aryl wherein aryl is defined in F21 herein;

25) heteroaryloxy of the formula -O-heteroaryl wherein heteroaryl is defined in F22 herein;

26) hydroxyarnino;

27) alkoxyamino wherein alkoxy is defined in F1 herein;

28) nitro;

29) -SO-alkyl wherein alkyl is defined in A herein;

30) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

31) -SO-aryl wherein aryl is defined in F21 herein;

32) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

33) -SO_2-alkyl wherein alkyl is defined in A herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

34) -SO_2-substituted alkyl wherein substituted alkyl is defined in F herein;

35) -SO_2-aryl wherein aryl is defined in F21 herein;

36) -SO_2-heteroaryl wherein heteroaryl is defined in F22 herein;

37) mono- and dialkylamino wherein alkyl is defined in A herein;

38) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

39) mono- and di-arylamino, wherein aryl is defined in F21 herein;

40) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

41) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein;

42) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

G) substituted alkenyl having from 1 to 3 substituents selected from the group consisting of:

1) alkoxy as defined in F1 herein;

2) substituted alkoxy as defined in F2 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

3) acyl as defined in F7 herein;

4) acylamino, as defined in F8 herein;

5) acyloxy as defined in F9 herein;

6) amino;

7) aminoacyl as defined in F11 herein;

8) aminoacyloxy as defined in F12 herein;

9) cyano;

10) halogen selected from fluoro, chloro, bromo and iodo;

11) hydroxyl;

12) carboxyl;

13) carboxylalkyl as defined in F17 herein;

14) thiol;

15) thioalkoxy as defined in F19 herein;

16) substituted thioalkoxy as defined in F20 herein;

17) aryl as defined in F21 herein;

18) heteroaryl as defined in F22 herein;

19) heterocyclic as defined in F23 herein;

20) nitro;

21) -SO-alkyl wherein alkyl is defined in A herein;

22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

23) -SO-aryl wherein aryl is defined in F21 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

25) -SO_2-alkyl wherein alkyl is defined in A herein;

26) -SO_2-substituted alkyl wherein substituted alkyl is defined in F herein;

27) -SO_2-aryl wherein aryl is defined in F21 herein;

28) -SO_2-heteroaryl wherein heteroaryl is defined in F22 herein;

29) mono- and dialkylamino wherein alkyl is defined in A herein;

30) mono- and di-substituted alkylamino, wherein substituted alkyl is defined in F herein;

31) mono- and di-arylamino wherein aryl is defined in F21 herein;

32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

33) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein; and

34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

H) substituted alkynyl of from 1 to 3 substituents selected from:

1) alkoxy as defined in F1 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

2) substituted alkoxy as defined in F2 herein;

3) acyl as defined in F7 herein;

4) acylamino as defined in F8 herein;

5) acyloxy as defined in F9 herein;

6) amino;

7) aminoacyl as defined in F11 herein;

8) aminoacyloxy as defined in F12 herein;

9) cyano;

10) halogen selected from fluoro, chloro, bromo and iodo;

11) hydroxyl;

12) carboxyl;

13) carboxylalkyl as defined in F17 herein;

14) thiol;

15) thioalkoxy as defined in F19 herein;

16) substituted thioalkoxy as defined in F20 herein;

17) aryl as defined in F21 herein;

18) heteroaryl as defined in F22 herein;

19) heterocyclic as defined in F23 herein;

20) nitro;

21) -SO-alkyl wherein alkyl is defined in A herein;

22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

23) -SO-aryl wherein aryl is defined in F21 herein;

24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

25) -SO_2-alkyl wherein alkyl is defined in A herein;

26) -SO_2-substituted alkyl wherein substituted alkyl is defined in F herein;

27) -SO_2-aryl wherein aryl is defined in F21 herein;

28) -SO_2-heteroaryl wherein heteroaryl is defined in F22 herein;

29) mono- and dialkylamino wherein alkyl is defined in A herein;

30) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

31) mono- and di-arylamino wherein aryl is defined in F21 herein;

32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

33) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein; and

34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

l) substituted cycloalkyl having 3 to 12 carbon atoms and from 1 to 5 substituents selected from the group consisting of:

1) hydroxy;

2) acyl as defined in F7 herein;

3) acyloxy as defined in F9 herein;

4) alkyl as defined in A herein;

5) substituted alkyl as defined in F herein;

6) alkoxy as defined in F1 herein;

7) substituted alkoxy as defined in F2 herein;

8) alkenyl as defined in B herein;

9) substituted alkenyl as defined in G herein;

10) alkynyl as defined in C herein;

11) substituted alkynyl as defined in H herein;

12) amino;

13) aminoacyl as defined in F11 herein;

14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

15) aryl as defined in F21 herein;

16) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

17) carboxyl;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

19) cyano;

20) halo selected from fluoro, chloro, bromo, and iodo;

21) nitro;

22) heteroaryl as defined in F22 herein;

23) thioalkoxy as defined in F19 herein;

24) substituted thioalkoxy as defined in F20 herein; and

25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo, and iodo;

J) substituted cycloalkenyl having from 4 to 8 carbon atoms and from 1 to 5 substituents selected from the group consisting of:

1) hydroxy;

2) acyl as defined in F7 herein;

3) acyloxy as defined in F9 herein;

4) alkyl as defined in A herein;

5) substituted alkyl as defined in F herein;

6) alkoxy as defined in F1 herein;

7) substituted alkoxy as defined in F2 herein;

8) alkenyl as defined in B herein;

9) substituted alkenyl as defined in G herein;

10) alkynyl as defined in C herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

11) substituted alkynyl as defined in H herein;

12) amino;

13) aminoacyl as defined in F11 herein;

14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

15) aryl as defined in F21 herein;

16) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

17) carboxyl;

18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

19) cyano;

20) halo selected from fluoro, chloro, bromo and iodo;

21) nitro;

22) heteroaryl as defined in F22 herein;

23) thioalkoxy as defined in F19 herein;

24) substituted thioalkoxy as defined in F20 herein; and

25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo, and iodo;

K) aryl as defined in F21 herein;

L) heteroaryl as defined in F22 herein; and

M) heterocyclic as defined in F23 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

R^2 is independently selected from the group consisting of:

N) alkyl as defined in A herein;

O) alkenyl as defined in B herein;

P) alkynyl as defined in C herein;

Q) substituted alkyl as defined in F herein;

R) substituted alkenyl as defined in G herein;

S) substituted alkynyl as defined in H herein;

T) cycloalkyl as defined in D herein;

U) aryl as defined in F21 herein;

V) heteroaryl as defined in F22 herein;

W) heterocyclic as defined in F23 herein;

W^1) 2-aminopyrid-6-yl;

W^2) 2-methylcyclopentyl;

W^3) cyclohex-2-enyl; and

W^4) $-(CH_2)_4NHC(O)OC(CH_3)_3$;

Z' is represented by the formula -CX'X"-, $-T-CH_2-$ or -T-C(O)-, where T is selected from the group consisting oxygen, sulfur, $-NR^5$ where R^5 is hydrogen, acyl as defined in F7 herein, alkyl as defined in A herein, aryl as defined in F21 herein, or heteroaryl as defined in F22 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

W, together with $-C(H)_pC(=X)-$, forms a cycloalkyl as defined in D herein, cycloalkenyl as defined in E herein, heterocyclic as defined in F23 herein, cycloalkyl as defined in I herein, substituted cycloalkenyl as defined in J herein, wherein each of said cycloalkyl, cycloalkenyl, heterocyclic, substituted cycloalkyl or substituted cycloalkenyl group is fused to form a bi- or multi-fused ring system with one or more ring structures selected from the group consisting of cycloalkyl as defined in D herein, cycloalkenyl as defined in E herein, heterocyclic as defined in F23 herein, aryl as defined in F21 herein, and heteroaryl as defined in F22 herein, where, in turn, each of said ring structures is optionally substituted with 1 to 4 substituents selected from the group consisting of hydroxyl, halo, alkoxy as defined in F1 herein, substituted alkoxy as defined in F2 herein, thioalkoxy as defined in F19 herein, substituted thioalkoxy as defined in F20 herein, nitro, cyano, carboxyl, carboxyl esters, alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, alkynyl as defined in C herein, substituted alkynyl as defined in H herein, amino, N-alkylamino, wherein alkyl is defined in A herein, N,N-dialkylamino wherein alkyl is defined in A herein, N-substituted alkylamino wherein substituted alkyl is defined in F herein, N-alkyl N-substituted alkylamino wherein alkyl is defined in A herein and wherein substituted alkyl is defined in F herein, N-N-disubstituted alkylamino wherein substituted alkyl is defined in F herein, $-NHC(O)R^4$, $-NHSO_2R^4$, $-C(O)NH_2$, $-C(O)NHR^4$, $-C(O)NR^4R^4$, $-S(O)R^4$, $-S(O)_2R^4$, $-S(O)_2NHR^4$, and $-S(O)_2NR^4R^4$, where each R^4 is independently selected from the group consisting of alkyl as defined in A

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

herein, substituted alkyl as defined in F herein, or substituted aryl as defined in F21 herein;

X is selected from the group consisting of =O; =S; -H, -OH; H,-SH; and H,H;

p is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by W and $-C(H)_pC(=X)-$ is unsaturated at the carbon atom of ring attachment to NH, and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

or pharmaceutically acceptable salts thereof;

with the following provisos:

AAA) when R^1 is 3,5-difluorophenyl, R^2 is $-CH_3$, Z' is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form a 2-(S)-indanol group;

BBB) when R^1 is phenyl, R^2 is $-CH_3$, Z' is $-CH_2-$, *p* is 1, then W, together with > CH and > C = X, does not form a trans-2-hydroxy-cyclohex- 1 -yl group;

CCC) when R^1 is cyclopropyl, R^2 is $-CH_3$, Z' is $-CH_2-$, and *p* is is 1, then W, together with > CH and > C = X, does not form an N-methylcaprolactam group;

DDD) when R^1 is 4-chlorobenzoyl-CH_2-, R^2 is $-CH_3$, Z' is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form an 2,3-dihydro-1-methyl-5-phenyl-1H-1,4-benzodiazepin-2-one;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

EEE) when R^1 is 2-phenylphenyl, R^2 is $-CH_3$, Z' is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form an 7-methyl-5,7-dihydro-6H-dibenz[b,dazepin-6-one;

FFF) when R^1 is $CH_3OC(O)CH_2-$, R^2 is $-CH_3$, Z' is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form an 2,3-dihydro-1-(*t*-butyl$C(O)CH_2-$)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

GGG) when R^1 is 4-ethoxyphenyl, 2,4,6-trimethylphenyl, 4-phenylphenyl, $CH_3OC(O)CH_2-$, 4-$HOCH_2$-phenyl, 2,4,6-trifluorophenyl, 2-trifluoromethyl-4-fluorophenyl, or CH_3S-, R^2 is $-CH_3$, Z' is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form a 2,3-dihydro-1-(N,N-diethylamino-CH_2CH_2-)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

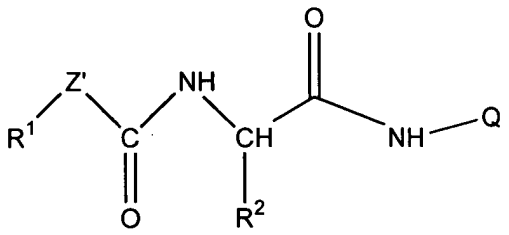
HHH) when R^1 is 2,6-difluorophenyl, R^2 is $-CH_3$, Z' is -CH(OH)-, and *p* is 1, then W, together with > CH and > C=X, does not form a 2,3-dihydro-1-(N,N-diethylamino-CH_2CH_2-)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

III) when the ring defined by W and $-C(H)_pC(=X)-$ forms a cycloalkyl, then it does not form a cycloalkyl of from 3 to 8 carbon atoms optionally substituted with 1 to 3 alkyl groups.

Claim 106 (new): A compound of formula IB:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



IB

wherein R^1 is selected from the group consisting of:

A) alkyl of from 1 to 10 carbon atoms;

B) alkenyl of from 2 to 10 carbon atoms and 1-2 sites of alkenyl unsaturation;

C) alkynyl of from 2 to 10 carbon atoms and from 1-2 sites of alkynyl unsaturation;

D) cycloalkyl of from 3 to 12 carbon atoms;

E) cycloalkenyl of from 4 to 8 carbon atoms;

F) substituted alkyl of from 1 to 10 carbon atoms, having from 1 to 3 substituents selected from:

1) alkoxy of from 1 to 10 carbon atoms;

2) substituted alkoxy of the formula substituted alkyl-O- where substituted alkyl is as defined in F herein;

3) cycloalkyl which is as defined in D herein;

4) substituted cycloalkyl is defined in I herein;

5) cycloalkenyl which is defined in E herein;

6) substituted cycloalkenyl which is defined in J herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

7) acyl selected from alkyl-C(O)-, substituted alkyl-C(O)-, cycloalkyl-C(O)-, substituted cycloalkyl-C(O)-, aryl-C(O)-, heteroaryl-C(O)- and heterocyclic-C(O)- wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein substituted cycloalkyl is defined in I herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

8) acylamino having the formula -C(O)NRR where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

9) acyloxy selected from alkyl-C(O)O-, substituted alkyl-C(O)O-, cycloalkyl-C(O)O-, aryl-C(O)O-, heteroaryl-C(O)O-, and heterocyclic-C(O)O- wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein cycloalkyl is defined in D herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

10) amino;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

11) aminoacyl having the formula -NRC(O)R wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

12) aminoacyloxy having the formula -NRC(O)OR wherein each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, and heterocyclic; wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

13) cyano;

14) halogen;

15) hydroxyl;

16) carboxyl;

17) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

18) thiol;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

19) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

20) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

21) aryl having from 6 to 14 ring carbon atoms, optionally substituted with from 1 to 5 substituents selected from the group consisting of:

a) hydroxy;

b) acyl as defined in F7 herein;

c) acyloxy as defined in F9 herein;

d) alkyl as defined in A herein;

e) substituted alkyl as defined in F herein;

f) alkoxy as defined in F1 herein;

g) substituted alkoxy as defined in F2 herein;

h) alkenyl as defined in B herein;

i) substituted alkenyl as defined in G herein;

j) alkynyl as defined in C herein;

k) substituted alkynyl as defined in H herein;

l) amino;

m) aminoacyl as defined in F11 herein;

n) acylamino as defined in F8 herein;

o) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

p) aryl as defined in F21 herein;

q) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

r) azido;

s) carboxyl;

t) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

u) cyano;

v) halo selected from fluoro, chloro, bromo and iodo;

w) nitro;

x) heteroaryl as defined in F22 herein;

y) heterocyclic as defined in F23 herein;

z) aminoacyloxy as defined in F12 herein;

aa) oxyacylamino having the formula -OC(O)NRR where each R is independently hydrogen, alkyl, substituted alkyl, aryl, heteroaryl, or heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

bb) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

cc) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

dd) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein;

ee) thioheteroaryloxy having the formula -S-heteroaryl wherein heteroaryl is defined F22 herein;

ff) -SO-alkyl wherein alkyl is defined in A herein;

gg) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

hh) -SO-aryl wherein aryl is defined in F21 herein;

ii) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

jj) $-SO_2$-alkyl wherein alkyl is defined in A herein;

kk) $-SO_2$-substituted alkyl wherein substituted alkyl is defined in F herein;

ll) $-SO_2$-aryl wherein aryl is defined in F21 herein;

mm) $-SO_2$-heteroaryl wherein heteroaryl is defined in F22 herein;

nn) trihalomethyl wherein halo is defined in I20 herein;

oo) mono- and dialkylamino wherein alkyl is defined in A herein;

pp) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

qq) mono- and di-arylamino wherein aryl is defined in F21 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

rr) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

ss) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein;

tt) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

22) heteroaryl of from 1 to 15 ring carbon atoms and 1 to 4 ring heteroatoms selected from oxygen, nitrogen and sulfur, optionally substituted with from 1 to 5 substituents selected from:

a) alkyl as defined in A herein;

b) substituted alkyl as defined in F herein;

c) alkoxy as defined in F1 herein;

d) substituted alkoxy as defined in F2 herein;

e) aryl as defined in F21 herein;

f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

g) halo selected from fluoro, chloro, bromo and iodo;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

h) nitro;

i) heteroaryl as defined in F22 herein;

j) thiol;

k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and

n) trihalomethyl wherein halo is defined in I20 herein;

23) heterocyclic of from 1 to 15 ring carbon atoms and from 1 to 4 ring atoms selected from nitrogen, sulfur and oxygen, optionally substituted with from 1 to 5 substituents selected from:

a) alkyl as defined in A herein;

b) substituted alkyl as defined in F herein;

c) alkoxy as defined in F1 herein;

d) substituted alkoxy as defined in F2 herein;

e) aryl as defined in F21 herein;

f) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

g) halo selected from fluoro, chloro, bromo and iodo;

h) nitro;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

i) heteroaryl as defined in F22 herein;

j) thiol;

k) thioalkoxy having the formula -S-alkyl, wherein alkyl is defined in A herein;

l) substituted thioalkoxy having the formula -S-substituted alkyl, wherein substituted alkyl is defined in F herein;

m) thioaryloxy having the formula -S-aryl wherein aryl is defined in F21 herein; and

n) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;

24) aryloxy of the formula -O-aryl wherein aryl is defined in F21 herein;

25) heteroaryloxy of the formula -0-heteroaryl wherein heteroaryl is defined in F22 herein;

26) hydroxyamino;

27) alkoxyamino wherein alkoxy is defined in F1 herein;

28) nitro;

29) -SO-alkyl wherein alkyl is defined in A herein;

30) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

31) -SO-aryl wherein aryl is defined in F21 herein;

32) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

33) $-SO_2$-alkyl wherein alkyl is defined in A herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

34) -SO_2-substituted alkyl wherein substituted alkyl is defined in F herein;

35) -SO_2-aryl wherein aryl is defined in F21 herein;

36) -SO_2-heteroaryl wherein heteroaryl is defined in F22 herein;

37) mono- and dialkylamino wherein alkyl is defined in A herein;

38) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

39) mono- and di-arylamino wherein aryl is defined in F21 herein;

40) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

41) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein;

42) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

G) substituted alkenyl having from 1 to 3 substituents selected from the group consisting of:

1) alkoxy as defined in F1 herein;

2) substituted alkoxy as defined in F2 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

3) acyl as defined in F7 herein;

4) acylamino as defined in F8 herein;

5) acyloxy as defined in F9 herein;

6) amino;

7) aminoacyl as defined in F11 herein;

8) aminoacyloxy as defined in F12 herein;

9) cyano;

10) halogen selected from fluoro, chloro, bromo and iodo;

11) hydroxyl;

12) carboxyl;

13) carboxylalkyl as defined in F17 herein;

14) thiol;

15) thioalkoxy as defined in F19 herein;

16) substituted thioalkoxy as defined in F20 herein;

17) aryl as defined in F21 herein;

18) heteroaryl as defined in F22 herein;

19) heterocyclic as defined in F23 herein;

20) nitro;

21) -SO-alkyl wherein alkyl is defined in A herein;

22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

23) -SO-aryl wherein aryl is defined in F21 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

25) -SO_2-alkyl wherein alkyl is defined in A herein;

26) -SO_2-substituted alkyl wherein substituted alkyl is defined in F herein;

27) -SO_2-aryl wherein aryl is defined in F21 herein;

28) -SO_2-heteroaryl wherein heteroaryl is defined in F22 herein;

29) mono- and dialkylamino wherein alkyl is defined in A herein;

30) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

31) mono- and di-arylamino wherein aryl is defined in F21 herein;

32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

33) mono- and di-heterocyclicamino wherein heterocyclic is defined in F23 herein; and

34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

H) substituted alkynyl of from 1 to 3 substituents selected from:

1) alkoxy as defined in F1 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

2) substituted alkoxy as defined in F2 herein;

3) acyl as defined in F7 herein;

4) acylamino as defined in F8 herein;

5) acyloxy as defined in F9 herein;

6) amino;

7) aminoacyl as defined in F11 herein;

8) aminoacyloxy as defined in F12 herein;

9) cyano;

10) halogen selected from fluoro, chloro, bromo and iodo;

11) hydroxyl;

12) carboxyl;

13) carboxylalkyl as defined in F17 herein;

14) thiol;

15) thioalkoxy as defined in F19 herein;

16) substituted thioalkoxy as defined in F20 herein;

17) aryl as defined in F21 herein;

18) heteroaryl as defined in F22 herein;

19) heterocyclic as defined in F23 herein;

20) nitro;

21) -SO-alkyl wherein alkyl is defined in A herein;

22) -SO-substituted alkyl wherein substituted alkyl is defined in F herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

23) -SO-aryl wherein aryl is defined in F21 herein;

24) -SO-heteroaryl wherein heteroaryl is defined in F22 herein;

25) -SO_2-alkyl wherein alkyl is defined in A herein;

26) -SO_2-substituted alkyl wherein substituted alkyl is defined in F herein;

27) -SO_2-aryl wherein aryl is defined in F21 herein;

28) -SO_2-heteroaryl wherein heteroaryl is defined in F22 herein;

29) mono- and dialkylamino, wherein alkyl is defined in A herein;

30) mono- and di-substituted alkylamino wherein substituted alkyl is defined in F herein;

31) mono- and di-arylamino wherein aryl is defined in F21 herein;

32) mono- and di-heteroarylamino wherein heteroaryl is defined in F22 herein;

33) mono- and di-heterocyclicamino, wherein heterocyclic is defined in F23 herein; and

34) unsymmetric di-substituted amino having different substituents selected from alkyl, substituted alkyl, aryl, heteroaryl and heterocyclic wherein alkyl is defined in A herein; wherein substituted alkyl is defined in F herein; wherein aryl is defined in F21 herein; wherein heteroaryl is defined in F22 herein; and wherein heterocyclic is defined in F23 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

l) substituted cycloalkyl having 3 to 12 carbon atoms and from 1 to 5 substituents selected from the group consisting of:

1) hydroxy;

2) acyl as defined in F7 herein;

3) acyloxy as defined in F9 herein;

4) alkyl as defined in A herein;

5) substituted alkyl as defined in F herein;

6) alkoxy as defined in F1 herein;

7) substituted alkoxy as defined in F2 herein;

8) alkenyl as defined in B herein;

9) substituted alkenyl as defined in G herein;

10) alkynyl as defined in C herein;

11) substituted alkynyl as defined in H herein;

12) amino;

13) aminoacyl as defined in F11 herein;

14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

15) aryl as defined in F21 herein;

16) aryloxy having the formula -O-aryl wherein aryl is defined in F21 herein;

17) carboxyl;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

19) cyano;

20) halo selected from fluoro, chloro, bromo, and iodo;

21) nitro;

22) heteroaryl as defined in F22 herein;

23) thioalkoxy as defined in F19 herein;

24) substituted thioalkoxy as defined in F20 herein; and

25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;

J) substituted cycloalkenyl having from 4 to 8 carbon atoms and from 1 to 5 substituents selected from the group consisting of:

1) hydroxy;

2) acyl as defined in F7 herein;

3) acyloxy as defined in F9 herein;

4) alkyl as defined in A herein;

5) substituted alkyl as defined in F herein;

6) alkoxy as defined in F1 herein;

7) substituted alkoxy as defined in F2 herein;

8) alkenyl as defined in B herein;

9) substituted alkenyl as defined in G herein;

10) alkynyl as defined in C herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

11) substituted alkynyl as defined in H herein;

12) amino;

13) aminoacyl as defined in F11 herein;

14) alkaryl of the formula -alkylene-aryl having 8 carbon atoms in the alkylene moiety and aryl is defined in F21 herein;

15) aryl as defined in F21 herein;

16) aryloxy having the formula -0-aryl wherein aryl is defined in F21 herein;

17) carboxyl;

18) carboxylalkyl having the formula "-C(O)Oalkyl" wherein alkyl is defined in A herein;

19) cyano;

20) halo selected from fluoro, chloro, bromo and iodo;

21) nitro;

22) heteroaryl as defined in F22 herein;

23) thioalkoxy as defined in F19 herein;

24) substituted thioalkoxy as defined in F20 herein; and

25) trihalomethyl wherein halo is selected from fluoro, chloro, bromo and iodo;

K) aryl as defined in F21 herein;

L) heteroaryl as defined in F22 herein; and

M) heterocyclic as defined in F23 herein;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

R^2 is independently selected from the group consisting of:

N) alkyl as defined in A herein;

O) alkenyl as defined in B herein;

P) alkynyl as defined in C herein;

Q) substituted alkyl as defined in F herein;

R) substituted alkenyl as defined in G herein;

S) substituted alkynyl as defined in H herein;

T) cycloalkyl as defined in D herein;

U) aryl as defined in F21 herein;

V) heteroaryl as defined in F22 herein;

W) heterocyclic as defined in F23 herein;

W^1) 2-aminopyrid-6-yl;

W^2) 2-methylcyclopentyl;

W^3) cyclohex-2-enyl; and

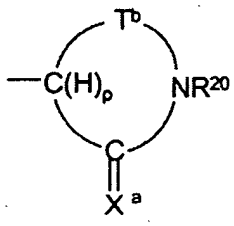
W^4) $-(CH_2)_4NHC(O)OC(CH_3)_3$;

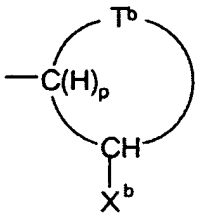
Z' is represented by the formula -CX'X''-, -T-CH_2-or -T-C(O)-, where T is selected from the group consisting of oxygen, sulfur, $-NR^5$, where R^5 is hydrogen, acyl as defined in F7 herein, alkyl as defined in A herein, aryl as defined in F21 herein, or heteroaryl as defined in F22 herein; X′ is hydrogen, hydroxy or fluoro; X″ is hydrogen, hydroxy or fluoro, or X′ and X″ together form an oxo group;

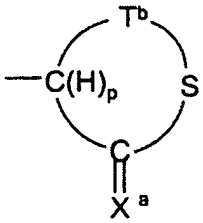
FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

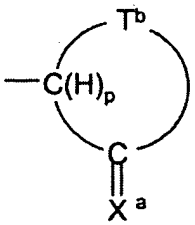
1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

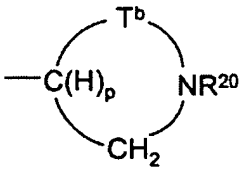
Q is selected from the group of monocyclic and fused polycyclic groups having the formulas:

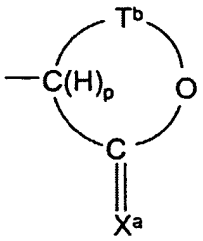


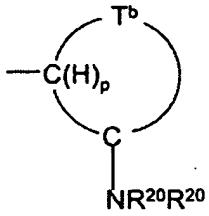


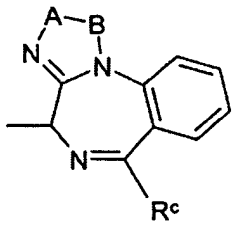












FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

wherein T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl as defined in A herein, alkenyl as defined in B herein, alkynyl as defined in C herein, cycloalkyl as defined in D herein, cycloalkenyl as defined in E herein, substituted alkyl as defined in F herein, substituted alkenyl as defined in G herein, substituted alkynyl as defined in H herein, substituted aryl as defined in F21 herein, substituted heteroaryl as defined in F22 herein, and substituted heterocyclic as defined in F23 herein, each R^{21} is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, *q* is an integer of from 1 to 3;

X^a is oxo or thioxo; X^b is -OH or -SH;

A-B is selected from a group of alkylene, alkenylene, substituted alkylene, substituted alkenylene and -N = CH-; R^c is selected from the group consisting of alkyl as defined in A herein, substituted alkyl as defined in F herein, alkenyl as defined in B herein, substituted alkenyl as defined in G herein, substituted aryl as defined in F21 herein, substituted heteroaryl as defined in F22 herein, substituted heterocyclic as defined in F23 herein, cycloalkyl as defined in D herein, and substituted cycloalkyl as defined in I herein;*p* is an integer equal to 0 or 1 such that when *p* is zero, the ring

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

defined by W and $-C(H)_pC(=X)-$ is unsaturated at the carbon atom of ring attachment to NH, and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

or pharmaceutically acceptable salts thereof;

with the following provisos:

AAA) when R^1 is 3,5-difluorophenyl, R^2 is $-CH_3$, Z′ is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form a 2-(S)-indanol group;

BBB) when R^1 is phenyl, R^2 is $-CH_3$, Z′ is $-CH_2-$, *p* is 1, then W, together with > CH and > C = X, does not form a trans-2-hydroxy-cyclohex-1-yl group;

CCC) when R^1 is cyclopropyl, R^2 is $-CH_3$, Z′ is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form an N-methylcaprolactam group;

DDD) when R^1 is 4-chlorobenzoyl-CH_2-, R^2 is $-CH_3$, Z′ is $-CH_2-$, and *p* is 1, then W, together with > CH and > C=X, does not form an 2,3-dihydro-1-methyl-5-phenyl-1H-1,4-benzodiazepin-2-one;

EEE) when R^1 is 2-phenylphenyl, R^2 is $-CH_3$, Z′ is $-CH_2-$, and *p* is 1, then W, together with > CH and > C = X, does not form an 7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one;

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

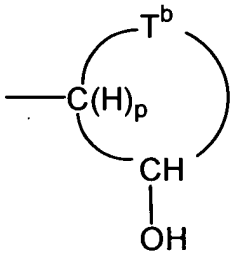
FFF) when R^1 is $CH_3OC(O)CH_2$-, R^2 is -CH_3, Z′ is -CH_2-, and *p* is 1, then W, together with > CH and > C = X, does not form an 2,3-dihydro-1-(*t*-butylC(O)CH_2-)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

GGG) when R^1 is 4-ethoxyphenyl, 2,4,6-trimethylphenyl, 4-phenylphenyl, $CH_3OC(O)CH_2$-, 4-$HOCH_2$-phenyl, 2,4,6-trifluorophenyl, 2-trifluoromethyl-4-fluorophenyl, or CH_3S-, R^2 is -CH_3, Z′ is -CH_2-, and *p* is 1, then W, together with > CH and > C = X, does not form a 2,3-dihydro-1-(N,N-diethylamino-CH_2CH_2-)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

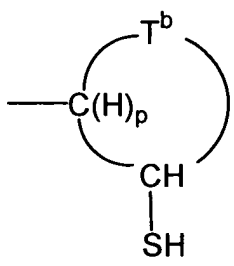
HHH) when R^1 is 2,6-difluorophenyl, R^2 is -CH_3, Z′ is -CH(OH)-, and *p* is 1, then W, together with > CH and > C = X, does not form a 2,3-dihydro-1-(N,N-diethylamino-CH_2CH_2-)-5-(2-pyridyl)-1H-1,4-benzodiazepin-2-one;

III) when the ring defined by W and -$C(H)_pC(=X)$- forms a cycloalkyl, then it does not form a cycloalkyl of from 3 to 8 carbon atoms optionally substituted with 1 to 3 alkyl groups.

Claim 107 (new) The compound according to Claim 106 wherein Q is a monocyclic or fused polycyclic ring having the formula:



or



FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

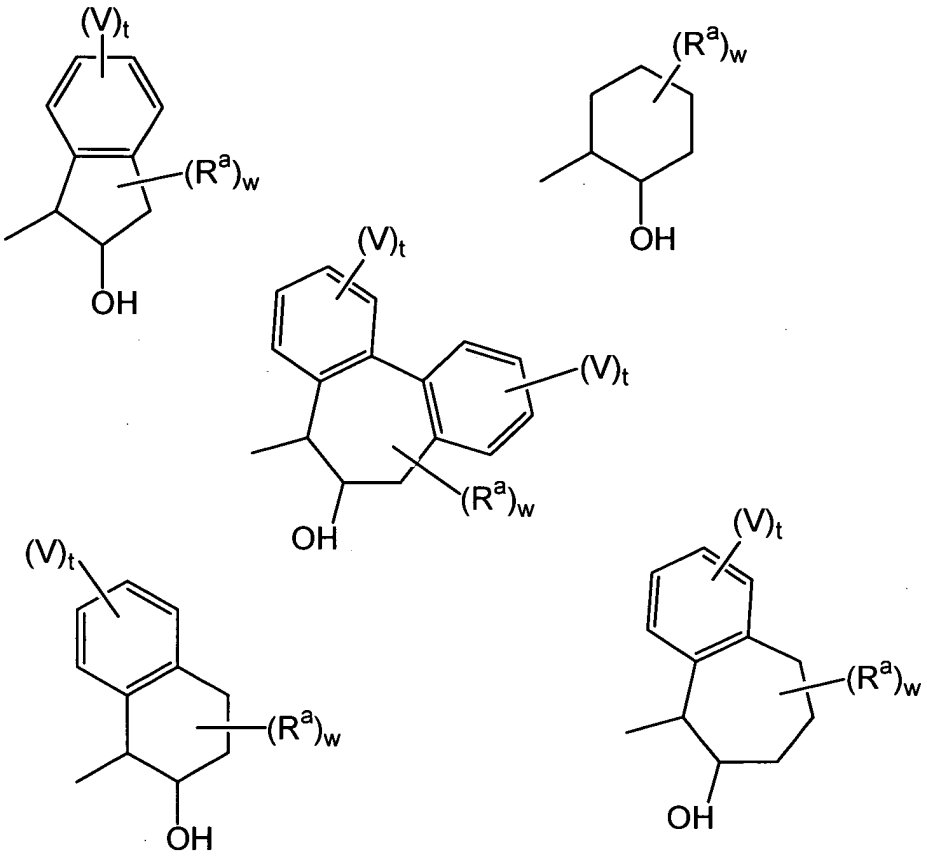
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 108 (new): The compound according to Claim 107 wherein Q is selected from the group consisting of:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

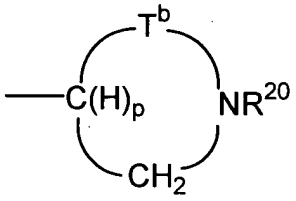


wherein each V is independently selected from the group consisting of hydroxy, acyl, acyloxy, alkyl, substituted alkyl, alkoxy, substituted alkoxy, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, amino, aminoacyl, optionally substituted alkaryl, optionally substituted aryl, optionally substituted aryloxy, carboxyl, carboxylalkyl, cyano, halo, nitro, optionally substituted heteroaryl, thioalkoxy, substituted thioalkoxy, and trihalomethyl; R^a is selected from the group consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, amino, carboxyl, carboxyl alkyl, cyano, and halo; *t* is an integer from 0 to 4; and *w* is an integer from 0 to 3.

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com

Claim 109 (new): The compound according to Claim 106 wherein Q is a group having the formula:



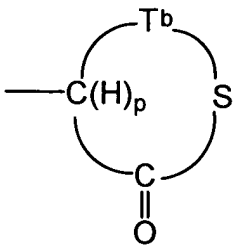
wherein *p* is an integer equal to 0 or 1 such that when p is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 110 (new): The compound according to Claim 106 wherein Q is a group having the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



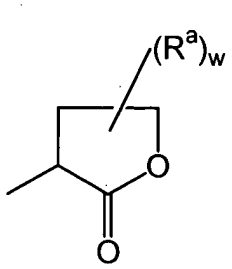
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

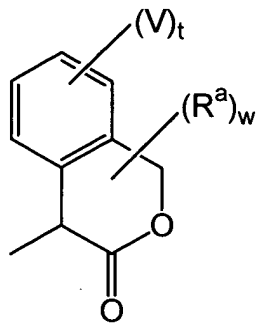
T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}$-and $-Z^aR^{21}$- where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and q is an integer of from 1 to 3.

Claim 111 (new): The compound according to Claim 110 wherein Q is selected from the group having the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com





wherein each V is independently selected from the group consisting of hydroxy, acyl, acyloxy, alkyl, substituted alkyl, alkoxy, substituted alkoxy, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, amino, aminoacyl, optionally substituted alkaryl, optionally substituted aryl, optionally substituted aryloxy, carboxyl, carboxylalkyl, cyano, halo, nitro, optionally substituted heteroaryl, thioalkoxy, substituted thioalkoxy, and trihalomethyl;

R^a is selected from the group consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, amino, carboxyl, carboxyl alkyl, cyano, and halo;

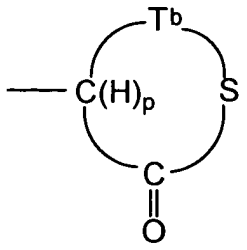
t is an integer from 0 to 4; and

w is an integer from 0 to 3.

Claim 112 (new): The compound according to Claim 106 wherein Q is selected from the group having the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



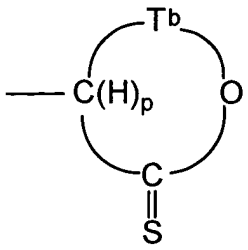
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 113 (new): The compound according to Claim 106 wherein Q has the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



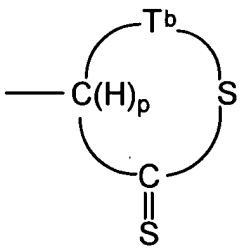
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 114 (new): The compound according to Claim 106 wherein Q has the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



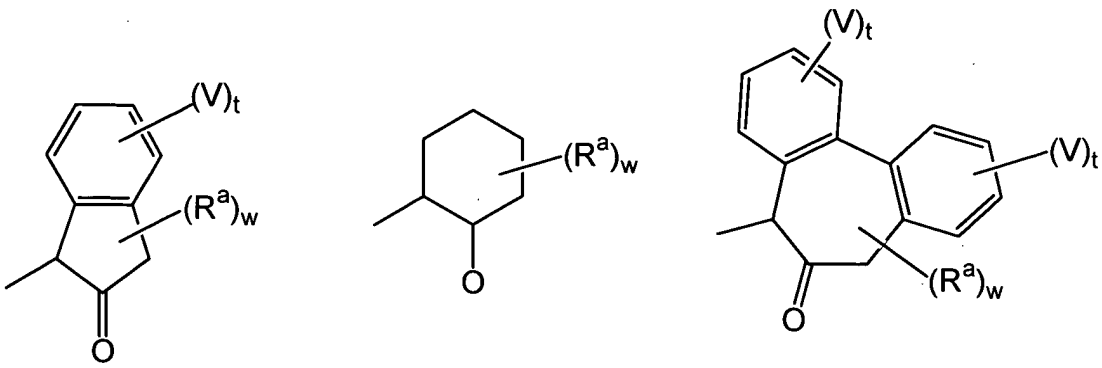
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 115 (new): The compound according to Claim 106 wherein Q is selected from the group having the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



wherein each V is independently selected from the group consisting of hydroxy, acyl, acyloxy, alkyl, substituted alkyl, alkoxy, substituted alkoxy, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, amino, aminoacyl, optionally substituted alkaryl, optionally substituted aryl, optionally substituted aryloxy, carboxyl, carboxylalkyl, cyano, halo, nitro, optionally substituted heteroaryl, thioalkoxy, substituted thioalkoxy, and trihalomethyl;

R^a is selected from the group consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, amino, carboxyl, carboxyl alkyl, cyano, and halo;

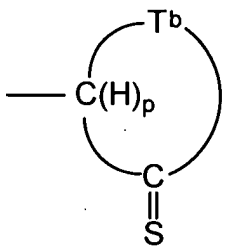
t is an integer from 0 to 4; and

w is an integer from 0 to 3.

Claim 116 (new): The compound according to Claim 106 wherein Q has the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



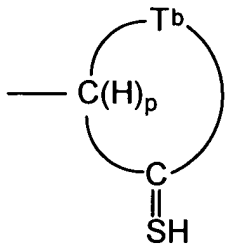
wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when p is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

Claim 117 (new): The compound according to Claim 106 wherein Q has the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



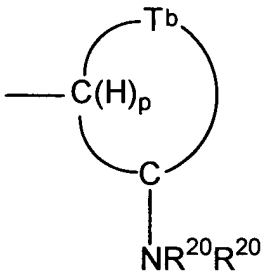
wherein *p* is an integer equal to 0 or I such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each W' is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and q is an integer of from 1 to 3.

Claim 118 (new): The compound according to Claim 106 wherein Q has the formula:

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com



wherein *p* is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and > NR^{20}, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.

FINNEGAN
HENDERSON
FARABOW
GARRETT &
DUNNER LLP

1300 I Street, NW
Washington, DC 20005
202.408.4000
Fax 202.408.4400
www.finnegan.com